

# **EXHIBIT 1**

# Fee Allocation

## Current Fee Structure

- Kroger currently shares responsibility for the recordkeeping fees paid to BAML with participants. The per participant fee is split as follows for each of the qualified plans

	Amount paid by participant	Amount paid by Kroger	Total fee
<b>Recordkeeping fees (Current)</b>			
Per participant fee (RSA)	\$5	\$27	\$32
Per participant fee (Savings Plan)	\$33.50	\$0	\$33.50
Per participant fee (Dillon Plan)	\$36	\$4.50	\$40.50

- Kroger pays approximately \$3.2 million per year of recordkeeping fees to BAML
  - \$2.4 million for active participants and \$0.8 million for terminated and retired participants
- Plan participants pay for transaction fees at time of transaction
- Non-recordkeeping plan expenses (e.g., legal, audit) are paid by Kroger
- Annual fee disclosures indicates *“cost may or may not be charged to participant accounts...as the Plan fiduciary chooses. Any charges to participant accounts may vary from year to year and based upon your Plan’s rules.”*